

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**SECOND SUPPLEMENTAL DECLARATION OF KATHARINE I. CROST IN  
SUPPORT OF THE DEBTORS' APPLICATION UNDER SECTION 327(e) OF THE  
BANKRUPTCY CODE, BANKRUPTCY RULE 2014(a) AND LOCAL RULE 2014-1 FOR  
AUTHORIZATION TO EMPLOY AND RETAIN ORRICK, HERRINGTON &  
SUTCLIFFE LLP AS SPECIAL SECURITIZATION TRANSACTIONAL AND  
LITIGATION COUNSEL TO THE DEBTORS, NUNC PRO TUNC TO MAY 14, 2012**

Pursuant to sections 327 and 329 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and 28 U.S.C. § 1746, Katharine I. Crost declares:

1. I am a partner of the firm of Orrick, Herrington & Sutcliffe LLP ("Orrick"), which maintains offices for the practice of law at 51 West 52nd Street, New York, New York 10019-6142 and in other cities in the United States and around the world. I am admitted to practice law before the Courts of the State of New York, the Southern District of New York, and the Eastern District of New York.

2. I am authorized to submit this second supplemental declaration (the "Second Supplemental Declaration") on behalf of Orrick.

3. On June 26, 2012, I submitted a declaration pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure in support of the application filed by Residential Capital, LLC, *et al.* (each, a "Debtor," collectively, the "Debtors") seeking authorization to employ Orrick as Special Securitization Transactional and Litigation Counsel to the Debtors (Dkt. No. 510) (the "Application"). I submitted a supplemental declaration in support of the Application on July 11, 2012 (Dkt. No. 745).

4. On July 27, 2012, this Court entered an Order approving the Application (Dkt. No. 930).

5. The facts set forth in this Second Supplemental Declaration are based upon my personal knowledge, upon records maintained by Orrick in the ordinary course of its business and which have been reviewed by me and/or by other partners or employees of Orrick at my direction, or upon information known by other partners or employees of Orrick and conveyed to me.

6. I make this Second Supplemental Declaration out of an abundance of caution, and not because I believe the matters set forth herein are within the scope of Rules 2014 or 5002.

7. The entities listed below have been identified as parties in interest in these Chapter 11 cases. Orrick currently represents each of these entities (or its affiliates) in matters unrelated to the Debtors and these Chapter 11 cases.

- (a) County of Putnam, New York
- (b) Credit Suisse Securities (USA) LLC
- (c) Goldman Sachs

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: August 15, 2012  
New York, New York

/s/ Katharine I. Crost  
Katharine I. Crost  
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